135856

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
SECURITIES AND EXCHANGE COMMISSION UNITED STATES Section Washington, D.C. 20549

FORM D

UNIFORM LIMITED OFFERING EXEMPTION

NOTICE OF SALE OF SECURITIES 27 2008 PURSUANT TO REGULATION D, Mashington, DC **SECTION 4(6), AND/OR** 

OMB APPROVAL								
OMB Num	ber:	3235-0076						
Expires:	May	/ 31,2008 ige burden						
Estimated <sup>1</sup>	averá	ige burden						
hours per i	espor	nse16.00						
•								

SEC USE ONLY										
2 .										
Serial										
i										
NED										
1										

Name of Offering (  check if this is an amendment and name has changed, and indicate change.)	
Flexible Premium Variable Universal Group Life Insurance Policy-PNG 1769	
Filing Under (Check b ox(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	
Type of Filing: New Filing Amendment	<u> </u>
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	08047909
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	00041000
Nationwide Private Placement Variable Account	
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including	g Area Code)
One Nationwide Plaza, Columbus, OH 43215 (614) 249-7111	
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)  (Number and Street, City, State, Zip Telephone Number (Including Code) (if different from Executive Offices)	g Area Code)
Brief Description of Business	OFF
Variable Insurance Products	PROCESSED
Type of Business Organization	2 2008
☐ corporation ☐ limited partnership, already formed ☐ other (please specify)	70N 035000
business trust	PROCESSED  JUN 0.3.2008  THOMSON REUTERS
Year Actual or Estimated Date of Incorporation or Organization Month Year	
[05] [98] Actual Estimated	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction) [O] [H]	

## GENERAL INSTRUCTIONS:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in to appropriate federal notice filing of a federal notice	e will not result		loss of the federal exe								
Persons who respond to the currently valid OMB control		ormation contained in th	is form are not required t	to respond unles	s the form displays a						
		A. BASIC IDENTIF	ICATION DATA								
A. BASIC IDENTIFICATION DATA  Enter the information requested for the following:  Each promoter of the issuer, if the issuer has been organized within the past five years;  Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.  Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and  Each general and managing partner of partnership issuers.											
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first. Alutto, Joseph A.	if individual)										
Business or Residence Add One Nationwide Plaza, Col			Code)								
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first. Brocksmith, Jr. James G.	if individual)										
Business or Residence Add One Nationwide Plaza, Col			Code)								
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first Eckel, Keith W.	, if individual)										
Business or Residence Add One Nationwide Plaza, Col			Code)	<u>-</u>							
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first Mille de Lombera, Martha			· · · · · · · · · · · · · · · · · · ·		·						
Business or Residence Add	ress (Number an	d Street City State 7in	Code)	<del></del> -	_ <del></del>						

One Nationwide Plaza, Columbus, OH 43215

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first Jurgensen, W.G.	, if individual)	-		<del></del>						
Business or Residence Add One Nationwide Plaza, Co			Code)							
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first Marshall, Lydia M.	, if individual)									
Business or Residence Add One Nationwide Plaza, Co			Code)							
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first Miller, David O.	, if individual)			-						
Business or Residence Ado One Nationwide Plaza, Co			Code)	_						
(Use b	lank sheet, or	copy and use additi	onal copies of this	sheet, as nece	essary)					
		B. INFORMATION	ABOUT OFFERING							
2. What is the minimu	ım investment t	Answer also in Appe hat will be accepted f	on-accredited investo endix, Column 2, if fil from any individual?	ling under UL	OE.					
<ol> <li>Does the offering permit joint ownership of a single unit?</li></ol>										
Full Name (Last name first Merlotti, Mark										
Business or Residence Add 8182 Maryland Ave, Suite			Code)							
Name of Associated Broke Aon Securities Corp		0 03103								
States in Which Person Lis			rchasers	••••••	All States					
AL AK A	Z AR	CA CO	CT DE D	C FL	GA HI ID					
IL IN I	KS	KY LA	ME MD M	A MI	MN MS MO					
MT NE N	IV NH	NJ NM	NY NC N	ОН	OK OR PA					

RI	SC	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR
Full Name	(Last name	e first, if in	dividual)	_						· · · · · · · · · · · · · · · · · · ·		
Business or	r Residence	e Address (	(Number ar	nd Street, C	City, State,	Zip Code)					·	
Name of Associated Broker or Dealer												
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)												ates
AL	AK	AZ	AR	СА	СО	СТ	DE	DC	FL	GA	НІ	ID
IL	IN	IA	KS	KY	LA	ME	MD	МЛ	МІ	MN	MS	МО
MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA
RI	SC	SD	TN	ТХ	UT	VT	VA	WA	WV	WI	WY	PR
Full Name	(Last name	e first, if in	dividual)									
Business o	r Residenc	e Address	(Number at	nd Street, (	City, State,	Zip Code)						
Name of A	ssociated I	Broker or I	Dealer									
			las Solicited check indi								[]All Sta	ites
AL	AK	AZ	AR	СА	СО	СТ	DE	DC	FL	GA	НІ	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	МІ	MN	MS	МО
МТ	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA
RI	sc	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR

(use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF I		
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter .0. if the answer is .none. or .zero If the transaction is an exchange offering, check this box \( \square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	\$	\$
	Common Preferred		
	Convertible Securities (including warrants).	\$	\$
	Partnership Interests	\$	\$
	Other (Specify: Variable Life Insurance	\$1,806,000	\$605,000
	Policy)	<del></del>	
	Total	\$1,806,000	\$605,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have		
	purchased securities in this offering and the aggregate dollar amounts of		
	their purchases. For offerings under Rule 504, indicate the number of		
	persons who have purchased securities and the aggregate dollar amount of		
	their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number	Aggregate
		Investors	Dollar Amount
			Of Purchases
	Accredited Investors	1	\$605,000
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)	1	\$605,000
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information		
	requested for all securities sold by the issuer, to date, in offerings of the		
	types indicated, in the twelve (12) months prior to the first sale of securities		
	in this offering. Classify securities by type listed in Part C. Question 1.		
	Time of Offsing	Type of	Dollar Amount
	Type of Offering Rule 505	Security	Sold
	Regulation A		<u>\$</u>
	Rule 504.		\$
	Total		\$ \$
	Total		<b>5</b>
4.	a. Furnish a statement of all expenses in connection with the issuance and		
	distribution of the securities in this offering. Exclude amounts relating		
	solely to organization expenses of the insurer. The information may be		
	given as subject to future contingencies. If the amount of an expenditure is		
	not know, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		ç
	Printing and Engraving Costs	$\vdash$	\$
	Printing and Engraving Costs	닞	\$
	Legal Fees.		\$
	Accounting Fees		S
	Engineering Fees		\$
	Sales Commissions (specify finder's fees separately)		\$114,357
	Other Expenses (identify)		\$
	Total		\$114,357

	b. Enter the difference between the aggregate offering price given in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$1,691,643
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes show. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set fort in response to Part C – Question 4.b. above.		-
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	s	s
	Purchase, rental or leasing and installation of machinery	□₃	
	and equipment	□s	
	Construction or leasing of plant buildings and facilities		<b>\$</b>
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		
	Repayment of indebtedness	<u> </u>	□s
	Working capital	□s	<b></b>
	Other (specify):	□s	□s
			<u></u> \$
	Column Totals.	<b></b> s	s
	Total Payments Listed (column totals added)	s	<del>-</del>
	D. FEDERAL SIGNATURE		
is filed under U.S. Securiti	s duly caused this notice to be signed by the undersigned duly authorize Rule 505, the following signature constitutes an undertaking by the es and Exchange Commission, upon written request of its staff, the in any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	issuer to furnish	to the
Issuer (Print o Nationwide P Variable Acc	Private Placement (100) Van Jennet	Date / 08	>

Name of Signer (Print or Type) Title of Signer (Print or Type)
April VanDervort Associate Vice President

## - ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE										
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule?	Yes	No								
	See Appendix, Column 5, for state response.										
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.										
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, furnished by the issuer to offerees.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.									
4.	to the Uniform limited Offering Exemption (ULOE) of the state in which this n	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.									
	er has read this notification and knows the contents to be true and has duly caused this of the undersigned duly authorized person.	s notice to be sig	gned on								
Nationv	Print or Type) Signature Wide Private Placement Re Account Signature Signature	Date /08									

April VanDervort

Name of Signer (Print or Type)

Title of Signer (Print or Type) Associate Vice President

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	T			A	PPENDIX					
1	<del> </del> -	2	3		, <b>a.u.</b>	4	4			
	to nor	nded to sell n-accredited tors in State B-Item 1)	accredited and aggregate offering price		Type of investor and amount purchased in State (Part C-Item2)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	(Part E- Yes	No	
AL			-	i		<u> </u>				
AK				i .						
ĀΖ										

									·				
AR											]_[	_[	]
CA											]_]	_[	<u> </u>
co													$\Box$
CT		1				_							$\Box$
DE													
DC		$\top$					_				1	ΤĪ	77
FL			一同			-	<del></del> .				i	Ť	7
GA	Ħ		Ħ					<del></del> -			门	Ĩ	╗
HI	Ħ	+	╌∺							-	i	╗	╡┤
ID	Ħ	+	一片							┝	1	┷	╡┤
ID			屵			-				┝╞	1	<u> </u>	╡┤
IL			<u>.</u>								J		
IN											]		
IA											]	_ [	<b>]</b>
KS		$\top$										_[	
KY											1	[	$\exists \exists$
LA											1	[	
ME		$\top$	Ī				-					Ī	
MD		1								Ī	1	<u>-</u>	71
MA	F		Ħ			<del></del>					1	Ī	╡┤
MI	┢	+	一声								i i	— <u>-</u> -	╡┤
MN	-	+	+					<del></del>		-	1		╡┤
MS	┝		+			-	<u></u>			<del>  -</del>  -	╁─╏		╡┤
1412	┝╞	+			Variable Life			<u> </u>		<del>                                     </del>	╡	ķ	Z -
МО					Insurance 1,806,000	1	605,000				J	Ŀ	۵
MT											1	Ī	$\neg \vdash$
NE		_	一一								1		╡┤
NV			Ħ							<del>                                     </del>	1	ī	╡┤
NH		$\vdash$	一片							┝	1	Ť	╡┤
NJ	┝	+	-#				<u> </u>		· · · · · · · · · · · · · · · · · · ·	┝╞	╣	<u>-</u> -	┽┤
NM	┝		屵							<del>   -</del>	1 1		╡┤
NY	片	<del> </del>	╌岩		·					┝	-		╡┤
NC	┝	+	屵						<u> </u>	┝	╣	- }	┽┤
ND	<del>   -</del>	-	뭐					<u> </u>	·	<u> </u>	<del> </del>	- ¦	┽┤
	늗		屵			<del></del>			<del></del>	┝	╡	Ļ	╡┤
OH	늗	+	井							┝	-	Ļ	ᆗᆔ
OK	<del>                                     </del>	-	屵				<del></del>		<del>-</del>	<del>├</del>	╣	Ļ	4
OR	<u> </u>	<u> </u>				<u> </u>	L	<u></u>	<u> </u>				
					· · · · · · · · · · · · · · · · · · ·	A	PPENDIX						
-						A	LENDIA	<del></del>					-
1			2		3	<u></u>		4			5		$\neg$
	Intended to sell to non-accredited investors in State (Part B-Item 1)			ited tate	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Ye	5	No			Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yo			No
PA	┝╞═	+	井		<del></del>					<del>│</del> ─ <mark></mark> ╞	-	Ļ	┵┤
RI	1 L		ı l				!	1		1 1	1	- 1	1 1

SC														
SD		] [												
TN			[											Т
TX	Ш							·						
UT							]							$\top$
VT														7
VA			[											$\neg$
WA														
WV		Ī							†			$\top$	n	十
WI		1					i					1	Ħ	
WY	Ī	Ī	Ì		<del>- </del>								Ħ	_
PR	┮	it	ij	_								t	Ħ	$\top$
				<u> </u>	l				L				_	
Check E Full Nar Patterso	ne (I	ast	nam	e first,	Promote	r 🗆	Beneficial Owner	Executiv	re Officer	Director	General and/o			
					ess (Number aumbus, OH 43		eet, City, State, Zip	Code)						
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner											•			
Full Nat Prothro,				e first,	if individual)					<u> </u>		-		•
					ess (Number aumbus, OH 42		eet, City, State, Zip	Code)						•
Check E	ox(e	s) t	hat A	pply:	Promote	r 🗀	Beneficial Owner	Executiv	e Officer	Director	General and/o			
Full Nar Shisler,				e first,	if individual)									•
					ress (Number a umbus, OH 4.		eet, City, State, Zip	Code)						•
Check E	ox(e	s) t	hat A	pply:	Promote	r 🗌	Beneficial Owner	Executiv	e Officer	Director	General and/o Managing Part			
Full Nat Shulmat			nam	e first,	if individual)					<del></del> ·.				•
					ess (Number aumbus, OH 4)		eet, City, State, Zip	Code)		<del></del>				•
Check E	ox(e	s) t	hat A	pply:	Promote	r 📋	Beneficial Owner	Executiv	e Officer	Director	General and/o			•
Full Nat Zenty II				e first,	if individual)									-
					ress (Number a		eet, City, State, Zip	Code)						•

